

EXHIBIT F

LAZARUS & LAZARUS, P.C.
COUNSELLORS AT LAW

240 MADISON AVENUE
NEW YORK, N.Y. 10018

AREA CODE 212
889-7400

TELECOPIER
212-684-0314

TELEX
238790 NYK

January 4, 2007

*Via Facsimile, First Class, Certified &
Overnight Express Mail - R.R.R. To:*

CARLOS FALCHI
260 West 39th Street, 16th Floor
New York, New York 10018

Re: Agreement Made The 31st Day of December, 2004 By and Between:
CYBER CHAMPION INTERNATIONAL LIMITED ("Licensor") and
CARLOS FALCHI ("Licensee")
Termination Notice and (Alternatively) Notice of Termination

Dear Mr. Falchi:

WITHOUT PREJUDICE.

Enclosed herewith please find, on behalf of Licensor, Cyber Champion International Limited, Cyber Champion International Limited's Termination Notice and (Alternatively) Notice of Termination duly executed by John Khun on its behalf.

Very truly yours,

Harlan M. Lazarus

HML.TAO - Enclosure

cc. Michael Lichtenstein, Esq.

Dated as of December 20, 2006

**TERMINATION NOTICE
and (Alternatively)
NOTICE OF TERMINATION**

*Via Facsimile, First Class, Certified &
Overnight Express Mail - R.R.R. To:*

CARLOS FALCHI
260 West 39th Street, 16th Floor
New York, New York 10018

Re: AGREEMENT MADE THE 31ST DAY OF DECEMBER, 2004

Dear Mr. Falchi:

WITHOUT PREJUDICE

Reference is made to that certain Agreement made the 31st day of December, 2004 by and between Cyber Champion International Limited, a corporation organized under the law of the British Virgin Islands, having its principal address at c/o Lazarus & Lazarus, P.C., 240 Madison Avenue, New York, N.Y. 10016 ("Licensor") and Carlos Falchi, an individual, having his principal office at 260 West 39th Street ("Licensee") (the "Agreement") subject of that certain Stipulation of Discontinuance So Ordered by the Honorable Magistrate Judge Theodore H. Katz February 2, 2005.

TERMINATION PURSUANT TO PARAGRAPH 10.02(e) OF THE AGREEMENT

Please be advised that pursuant to Paragraph 10.02(e) of the Agreement, the Agreement is terminated without a right to cure in that the conduct described in Michael Lichtenstein, Esq.'s letters of September 25, 2006, and thereafter, describes, sets forth, and constitutes an unauthorized transfer of rights under the Agreement contrary to the terms and conditions of the Agreement.

CARLOS FALCHI

TERMINATION NOTICE AND (Alternatively) NOTICE OF TERMINATION

Dated as of December 20, 2006, Page 2.

(ALTERNATIVELY)
NOTICE OF TERMINATION
PURSUANT TO PARAGRAPH 10.03 OF THE AGREEMENT

Assuming, arguendo, that for any reason whatsoever the Termination Notice set forth herein pursuant to Paragraph 10.02(e) of the Agreement is ruled, held, or determined invalid, Licenser gives Notice of Termination hereby pursuant to Paragraph 10.03(e) of the Agreement for the numerous breaches and violations of the Agreement as set forth in the correspondence from the undersigned to Licensee dated: September 8, 2006, September 13, 2006 and September 18, 2006, together with the confirmation of such breaches as set forth in the correspondence from Michael Lichtenstein, Esq. to the undersigned dated: September 25, 2006, October 17, 2006 and December 8, 2006, in which Licensee, by counsel, confirmed a substantial indebtedness to Licenser for unpaid royalties pursuant to the Agreement, together with Carlos Falchi's electronic mail correspondence to the undersigned and to Licenser dated September 12, 2006 and September 13, 2006.

LICENSEE'S TERMINATION OBLIGATIONS

Pursuant to Paragraph 10.4 of the Agreement, Demand is made that you:

- a. bring current all accounts with Licenser;
- b. stop using the Trademarks;
- c. return to Licenser any materials obtained by Licensee, from or through Licenser;
- d. execute and deliver to Licenser any and all documents reasonably required by Licenser regarding termination of this License Agreement and the Trademarks; and
- e. discontinue use of the Trademarks and anything similar to, or that may be confused with the Trademarks on Licensed Products or Additional Products.

All rights herein are expressly reserved.

Very truly yours,

CYBER CHAMPION INTERNATIONAL LIMITED


By: John Khuu

cc. Michael Lichtenstein, Esq.

JOB STATUS REPORT

TIME : 01/03/2007 23:14
NAME : LAZARUS
FAX# : 2100
TEL# : 2126840314
SER.# : 000005060789

DATE, TIME
FAX NO./NAME
DURATION
PAGE(S)
RESULT
MODE

01/03 23:13
16466499590
00:00:48
04
OK
STANDARD
ECM

LAZARUS & LAZARUS, P.C.

240 Madison Avenue
New York, New York 10016
Tel: (212) 889-7400
Fax: (212) 684-0314

FAX COVER SHEET

URGENT MATTER PENDING - PLEASE DELIVER PROMPTLY

FAX NUMBER TRANSMITTED TO: LISTED BELOW

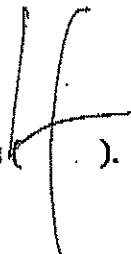
To: **CARLOS FALCHI**

646 649-9590 FAX
212 921-2955 FAX
212 921-2935 TEL**

Re: **CYBER CHAMPION INTERNATIONAL LIMITED**

From: **HARLAN M. LAZARUS, ESQ.**

Date: **JANUARY 4, 2007**

Number of pages inclusive of this Cover Sheet is ().

COMMENT: ORIGINAL WILL FOLLOW.

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JOB STATUS REPORT

TIME : 01/03/2007 23:15
NAME : LAZARUS
FAX# : 2100
TEL# : 2126840314
SER.# : 000005060789

DATE, TIME
FAX NO./NAME
DURATION
PAGE(S)
RESULT
MODE

01/03 23:15
12129212955
00:00:39
04
OK
STANDARD
ECM

LAZARUS & LAZARUS, P.C.

240 Madison Avenue
New York, New York 10016
Tel: (212) 889-7400
Fax: (212) 684-0314

FAX COVER SHEET

URGENT MATTER PENDING - PLEASE DELIVER PROMPTLY

FAX NUMBER TRANSMITTED TO: LISTED BELOW

To: **CARLOS FALCHI**

**646 649-9590 FAX
212 921-2955 FAX**
212 921-2935 TEL**

Re: **CYBER CHAMPION INTERNATIONAL LIMITED**

From: **HARLAN M. LAZARUS, ESQ.**

Date: **JANUARY 4, 2007**

Number of pages inclusive of this Cover Sheet is (**4**).

COMMENT: ORIGINAL WILL FOLLOW.

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1 Sender Account Number 192850326		Preprint Format No. 92286020		3 Payment Sender will be billed unless marked otherwise TSS		Origin Waybill Number 60637977746	
FROM (Company) LAZARUS & LAZARUS				Bill to: Receiver 3rd Party <input type="checkbox"/> <input type="checkbox"/>		4 Service Type One box must be checked. Assume noon unless noted. 10:30 am Extra charge.	
Street Address 240 MADISON AVE				Account No. (Required if 3rd Party)		Next Day 10:30 Next Day 12:00 Next Day 3:00	
City NEW YORK		State: NY ZIP CODE (Required) 10016		Billing Reference (will appear on invoice) BL2049		12:00 3:00	
Sent by (Name/Dept) H. Lazarus		Phone (Required) 212-889-7400		5 # of Pkgs 1		6 Weight (LBS) 1	
2 TO (Company) PLEASE PRINT NEATLY MR. CARLOS FALCHI				Special Instructions Saturday Delivery Extra charge Not available for all services and locations.		7 Packaging Express Envelope Express Pack Other Packaging	
Street Address 260 West 39 Street 16th				8 Shipment Valuation Shipment Value Protection \$.00		9 Service Type One box must be checked	
City NEW YORK		State: NY ZIP CODE (Required) 10018		Payment Details (Credit Card) No.		10:30 am Extra charge.	
Attention: (Name/Dept) MR. CARLOS FALCHI		Phone (Required)		Type		Expires	
Description Legal Cor				Auth.		DHL Signature	
Sender's Signature Owen		Date 1/4/07		DHL Signature		Date	

SENDER'S COPY

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece or on the front if space permits.

1. Article Addressed to:

MR. CARLOS FALCHI
260 West 39 Street, 16th
New York, NY 10018

2. Article Number

(Transfer from service label)

7006 0810 0004 7148 7203

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X *John*☐ Agent☐ Addressee

B. Received by (Printed Name)

BRUCE ALLEN

C. Date of Delivery

D. Is delivery address different from item 1?

☐ YesIf YES, enter delivery address below: ☐ No

3. Service Type

☒ Certified Mail☐ Express Mail☐ Registered☒ Return Receipt for Merchandise☐ Insured Mail☐ C.O.D.

4. Restricted Delivery? (Extra Fee)

☐ Yes

JOB STATUS REPORT

TIME : 01/03/2007 23:23
NAME : LAZARUS
FAX# : 2100
TEL# : 2126840314
SER.# : 000005060789

DATE, TIME
FAX NO./NAME
DURATION
PAGE(S)
RESULT
MODE

01/03 23:22
12124792511
00:00:46
04
OK
STANDARD
ECM

LAW OFFICES OF
LAZARUS & LAZARUS, P.C.

240 Madison Avenue
New York, New York 10016
Tel: (212) 889-7400
Fax: (212) 684-0314

FAX COVER SHEET

MATTERS PENDING - PLEASE DELIVER PROMPTLY

FAX NUMBER TRANSMITTED TO: LISTED BELOW

To: **MICHAEL LICHTENSTEIN, ESQ.** 212 479-2511 FAX

212 297-6147 TEL

Re: **CARLOS FALCHI - CHI BY FALCHI™**

From: **HARLAN M. LAZARUS, ESQ.**

Date: **JANUARY 4, 2007**

Number of pages inclusive of this Cover Sheet is ().

COMMENT: **ORIGINAL WILL FOLLOW.**

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SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Michael Lichtenstein
Group L Consulting
420 Lexington Avenue
New York, NY 10170

2. Article Number

(Transfer from service label)

7006 0810 0004 7148 7210

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X *Janifer Kresh*

☐ Agent☒ Addressee

B. Received by (Printed Name)

Janifer Kresh

C. Date of Delivery

1-3-06

D. Is delivery address different from item 1?

☐ YesIf YES, enter delivery address below: ☐ No

3. Service Type

☒ Certified Mail ☐ Express Mail☐ Registered☒ Return Receipt for Merchandise☐ Insured Mail☐ C.O.D.

4. Restricted Delivery? (Extra Fee)

☐ Yes